

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

March 25, 2002

RECORDATION NO. 22510-A FILED

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

APR 11 '02 3-25 PM

SURFACE TRANSPORTATION BOARD

RE: Termination of Lease of Railroad Equipment dated as of August 29, 2001 by Helm-Pacific Leasing ("Lease Termination").

Dear Mr. Williams:

On behalf of Helm-Pacific Leasing, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Three (3) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm-Pacific Leasing
c/o Helm Pacific Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Kiewit Pacific Co.
10704 Shoemaker Ave.
Santa Fe Springs, CA 90670

Equipment: 6 Flat Cars
HPJX 52120, 52124, 52126, 52129, 52142 and 52166



Please record this Lease Termination as a supplemental agreement to STB Recordation No. 22510 filed on November 2, 1999 at 10:00 AM. The filing fee of \$28,00 is included in our enclosed Check No. 5956 in the amount of \$252.00.

Summary: Termination of Lease of Railroad Equipment dated as of August 29, 2001 by Helm-Pacific Leasing for 6 flat cars, HPJX 52120, 52124, 52126, 52129, 52142 and 52166, to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 22510.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (3)

22510

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of August 29, 2001 by HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor").

1. Recitals. Lessor entered into the Net Lease Agreement dated as of March 18, 1999 ("Lease") with Kiewit Pacific Co., a Nebraska corporation, with respect to the six (6) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 22510 filed on November 2, 1999 at 10:00 AM.

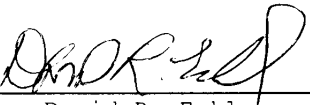
The Lease was terminated on June 13, 2001. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. Termination. The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

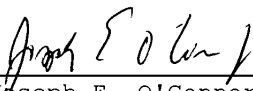
HELM-PACIFIC LEASING

By: Helm Pacific Corporation,
a General Partner

By: 
Name: David R. Eckles
Title: Chief Executive Officer

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SURFACE TRANSPORTATION BOARD

By: Union Pacific Venture Leasing,
Incorporated, a General Partner

By: 
Name: Joseph E. O'Connor, Jr.
Title: President

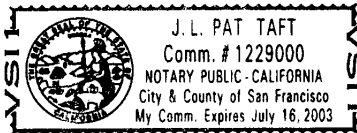
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On September 24, 2001, before me, J.L. Pat Taft, personally appeared David R. Eckles, Chief Executive Officer of **HELM PACIFIC CORPORATION**,

X personally known to me -OR-

___ proved to me on the basis of satisfactory evidence

to be the person(~~s~~) whose name(~~s~~) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she~~/~~they~~ executed the same in his/~~her~~/~~their~~ authorized capacity(~~ies~~), and that by his/~~her~~/~~their~~ signature(~~s~~) on the instrument the person(~~s~~), or the entity upon behalf of which the person(~~s~~) acted, executed the instrument.



Witness my hand and official seal.

J.L. Pat Taft
SIGNATURE OF THE NOTARY

[Notarial Seal]

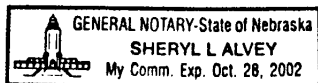
STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On September 20, 2001, before me, Sheryl L. Alvey, personally appeared Joseph E. O'Connor, Jr., President of **UNION PACIFIC VENTURE LEASING, INCORPORATED**,

✓ personally known to me -OR-

___ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Sheryl L. Alvey
SIGNATURE OF THE NOTARY

[Notarial Seal]

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SCHEDULE A

Description of the Units:

Six (6), 100-ton, 68' flatcars with 3" wood decks and 9'-6" deck width.
Manufactured by Union Pacific Omaha shops in 1977.

Old Unit Numbers

New Unit Numbers

UP 52120	HPJX 52120
UP 52124	HPJX 52124
UP 52129	HPJX 52129
UP 52142	HPJX 52142
UP 52126	HPJX 52126
UP 52166	HPJX 52166

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